
EXHIBIT C-5

ITEMIZED INVOICES

**RETENTION & FEE APPLICATIONS
(JUNE 1 THROUGH SEPTEMBER 30, 2009)**



Baker & McKenzie LLP
815 Connecticut Avenue, NW
Washington, D.C. 20006-4078, USA

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Fax: +1 202 452 7074
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STATEMENT

July 24, 2009

Daniel M. Houlf, Esq.
Director, U.S. Tax Counsel
General Motors Corporation
300 Renaissance Center
MC 482-C16-B16
Detroit, MI 48265

- to -

BAKER & McKENZIE
Client Number: 95229493
Matter Number: 000002
Invoice Number: 94072943
IRS#: 36-2137456

FOR PROFESSIONAL SERVICES RENDERED FOR THE PERIOD ENDING JUNE 30,
2009, AS FOLLOWS:

Re: Retention and Fee Applications

TOTAL FEES.....\$ 66,658.61

TOTAL AMOUNT DUE.....\$ 66,658.61

For your convenience, you may send a Wire Transfer in payment of statements to:

Baker & McKenzie LLP
Citibank, F.S.B.
1101 Pennsylvania Ave., NW
13th Floor
Washington, DC 20006
Attn: Private Banking, Fran Niles
Account No. 3740-0355
Routing No. 2540-7011-6

RE: Invoice #: 94072943

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FOR PROFESSIONAL SERVICES RENDERED FOR THE PERIOD ENDING JUNE 30,
2009, AS FOLLOWS:

RE: Retention and Fee Applications

Chicago Office

Heroy, David

<u>Date</u>	<u>Description</u>	<u>Hours</u>
05/07/09	Telephone D. Webber et al. re bankruptcy requirements for representation (.5); review statute (.2) and parallel issues (.2).	.9
06/03/09	Review emails x12 with C. Whitefoord, G. Heckelmann, J. Samet, D. Webber, etc. re application (1.4); conference with D. Webber (.5); phone I. Reid (.4), all re same; phone J. Samet (.5) re same and email all re procedures (1.0); phone Weiss (.3); conference with P. Suse (.1) and emails re details of retention (.4).	4.6
06/04/09	Emails re AU (.4); phone Weiss (Honigman) (.3), all re retention; emails with Weiss (.2) x12, all re same (1.0); conference with A. McDermott and L. Vonckx x4 re same, process (.9); emails with J. Samet re form, timing (.3).	2.9

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<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/05/09	Emails with G. Heckelmann (.2), group (.3); conference with A. McDermott (.3) and review notice to group re procedures and status (.4).	1.2
06/08/09	Emails with J. Samet, A. McDermott and G. Heckelmann regarding retention.	.4
06/09/09	Review data from C. Landon regarding Delphi (Whitefoord) (.5); x2 for G. Heckelmann regarding Opel (.6); review draft with A. McDermott and review conflict search results (2.2); e-mails regarding timing, status (.6).	3.9
06/10/09	E-mail A. McDermott G. Heckelmann, C. Whitefoord, A. Webber, K. Houghton et al., regarding all details x6 (.9); review/revise latest draft (2.1); and comment to A. McDermott (.2).	3.2
06/11/09	Emails with WJL, A. McDermott, G. Heckelmann, D. Webber, C. Whitefoord, et al., all regarding requirements, conflicts and retention (1.4); send comments (.2); phone A. McDermott and review (.5); conference with J. Samet re local procedures (.3); review rest of emails from G. Heckelmann and C. Whitefoord re conflicts (.4).	2.8
06/12/09	Review latest draft (.7); phone A. McDermott (.2); email to team re staffing going forward (.5); work on conflicts - review list once more and conference with A. McDermott re same (.6); email D. Webber re affidavit (.2).	2.2
06/13/09	Emails with A. McDermott x2 regarding new draft, timing (.4).	.4
06/14/09	Email A. McDermott re various - 327(3), conflicts, timing - issues (.5); review preliminary drafts on BB and review issues (.6).	1.1
06/15/09	Review of draft (1.0); conference with A. McDermott x3 re issues (.4); emails re same (.3); conference with A. McDermott re new directions; review language re Magna (.5); emails re status (.3).	2.5
06/16/09	Administration and organization for time -- open new matter; email P. Suse et al, (.8); review WGM, J&B, H paper (1.1); emails with A. McDermott and conference re process (.3); follow up re Affidavit with Duane Webber (.2).	2.4
06/17/09	Review emails (.3); conference with A. McDermott re status (.1).	.4

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<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/18/09	Conference with A. McDermott re WGM, US Trustee review and email.	.3
06/19/09	Emails with WGM re status, US Trustee and phone A. McDermott (.3); forward data to group (.1).	.4
06/22/09	Phone and email A. McDermott re new GM, US Trustee meeting, etc. and consider Hangman, Jenner issues (.6).	.6
06/23/09	Retention emails re 327(a)(e) with A. McDermott, J. Samet (.4); phone A. McDermott re same, strategy (.3).	.7
06/24/09	US Trustee call and emails with A. McDermott (.3).	.3
06/25/09	Conference with A. McDermott re filing, follow-up letter (.2); conference with G. Heckelmann (.3).	.5
06/29/09	Review email re new GM coordination and return to A. McDermott (.8); conference with A. McDermott re status (.3).	1.1
06/30/09	Email A. McDermott re New GM (.1); conference with A. McDermott re status and emails to four group (.3); draft email (.2) re same.	.6

McDermott, Andrew

<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/03/09	Correspond with D. Heroy, numerous others re retention of special counsel.	.3
06/04/09	Correspond and conference with D. Heroy, L. Vonckx, others re retention of special counsel.	1.5
06/04/09	Telephone conference and correspond with J. Smolinsky at Weil, J. Samet re retention of Baker, corresponding materials.	.3
06/04/09	Review form application.	.3
06/05/09	Telephone conference with R. Brooks re retention issues.	.2
06/05/09	Correspond and conferences with D. Heroy re retention.	.3
06/05/09	Correspond with responsible partners re retention issues.	.3
06/05/09	Telephone conference with J. Samet re retention.	.1

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<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/08/09	Correspond with responsible partners re retention issues; conference with L. Vonckx and review preliminary conflicts information.	.6
06/09/09	Review client intake system and preliminary conflicts information.	.8
06/09/09	Correspond and conferences with D. Heroy re retention issues.	.3
06/09/09	Correspond and telephone conferences with J. Samet re status.	.3
06/09/09	Draft memorandum re billing protocol, retention procedures; correspond with responsible partners re same.	2.1
06/09/09	Correspond with A. Poke, G. Heckelman re scope of retention.	.8
06/10/09	Correspond and conferences with D. Heroy, G. Heckelman re retention issues.	.5
06/10/09	Correspond and conferences with G. Phillips re outstanding GM invoices.	.3
06/10/09	Revise form application to employ Baker; draft affidavit in support; correspond and conferences with D. Heroy re same.	4.7
06/10/09	Telephone conferences with R. Brooks, J. Smolinski re retention of Baker.	.4
06/10/09	Correspond and conferences with L. Vonckx re conflicts issues, preparation of schedule to affidavit in support of application; review and revise schedule.	1.1
06/11/09	Numerous correspondence with responsible partners re billing matters, retention application, engagement letters.	1.4
06/11/09	Correspond with I. Reid re US Trustee guidelines.	.2
06/11/09	Telephone conferences with D. Heroy re revisions to retention application, affidavit.	.5
06/11/09	Correspondence to J. Smolinski re status of retention; attempted telephone conferences with J. Smolinski, R. Brooks.	.6
06/11/09	Revise form application to employ Baker; draft affidavit in support based on updated conflicts information, comments received.	2.6

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<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/11/09	Review conflicts information, research client intake and conflicts system re potential adversities, connections with parties in interest; draft Schedule 1 to affidavit in support of application.	2.3
06/12/09	Revise form application to employ Baker; draft affidavit in support based on updated conflicts information, comments received; draft correspondence to worldwide partners re same, retention process.	1.8
06/12/09	Conferences and correspond with D. Heroy, D. Linklater, J. Samet, I. Reid re Baker retention, comments to application and affidavit in support; review and revise re comments.	1.4
06/12/09	Numerous correspondence with responsible partners worldwide re retention procedures, conflicts and disclosure issues, internal billing protocols consistent with trustee guidelines.	1.6
06/13/09	Correspond with J. Samet, J. Linklater re retention issues.	.1
06/14/09	Draft correspondence to D. Webber re affidavit in support of retention application; correspond with D. Webber, D. Heroy re same.	.6
06/14/09	Revise application to employ Baker and affidavit in support based on comments received (2.1); review conflicts waiver, engagement letter (.2); correspond with D. Heroy re same (.3).	2.6
06/14/09	Correspond with R. Brooks at Weil re retention process	.1
06/14/09	Draft correspondence to C. Whitefoord re affidavit in support of retention application, certain disclosures and engagement documentation; correspond with C. Whitefoord, D. Heroy re same.	.9
06/15/09	Numerous correspondence with responsible partners worldwide re retention procedures, conflicts and disclosure issues, ordinary course professionals.	1.2
06/15/09	Conferences and correspond with D. Heroy re retention issues, creditors committee, billing.	.7
06/16/09	Prepare for conference with US Trustee re retention application.	.5
06/16/09	Conference with L. Vonckx re billing guidelines (.1); conference and correspond with D. Heroy re matter billing, conflicts issues, status (.7); telephone conference with B. Segal re retention issues (.2).	.7

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<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/16/09	Numerous correspondence with responsible partners worldwide re retention procedures, conflicts and disclosure issues, ordinary course professionals.	1.6
06/17/09	Prepare for and telephone conference with Weil, US Trustee re retention application, affidavit in support, scope of services to be provided and disclosures.	.8
06/17/09	Correspond with D. Heroy, J. Samet, I. Reid, G. Heckelman re various retention issues.	.8
06/18/09	Correspond with D. Heroy re retention status.	.1
06/18/09	Review Weil comments to application to retain Baker, related affidavit (.3); correspond with D. Meshkov re same (.2); correspond with global partners re same (.2).	.7
06/19/09	Correspond with Weil, US Trustee, D. Webber re comments to application and affidavit.	.3
06/20/09	Correspond with D. Heroy re retention.	.2
06/22/09	Correspond and telephone conference with Weil re conference with US Trustee, ordinary course professionals.	.5
06/22/09	Correspond and telephone conference with I. Reid re German engagement (.4); correspond with D. Heroy, I. Reid, J. Samet, G. Heckelman re same, status of engagement (.7); correspond and conference with L. Vonckx re engagement terms are related research (.3).	1.4
06/23/09	Correspond with US Trustee, Weil re retention issues (.3); conference with I. Reid re same (.2); correspond with I. Reid, J. Samet, D. Heroy re same (.3).	.6
06/24/09	Correspond with A. Poke, C. Whitefoord, K. Guch, T. Ryan at GM re retention of ordinary course professionals.	.4
06/24/09	Prepare for (.6) and telephone conference with Weil, US Trustee re Baker retention as special counsel (.5); correspond with D. Heroy, I. Reid, J. Samet re same (.3).	1.4
06/25/09	Correspond with J. Crozier, K. Guch re retention of ordinary course professionals (.2); correspond with Weil re US Trustee comments re application (.1).	.3

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<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/26/09	Telephone conference with R. Brooks re status of retention application (.2); correspond with E. Lederman, R. Brooks at Weil, K. Guch re retention of ordinary course professionals working with Baker globally (.6); draft correspondence re retention going forward and submit for D. Heroy review (.6).	1.4
06/29/09	Correspond with responsible partners re status; telephone conference with C. Agnew re status.	.3
06/30/09	Correspond with K. Guch re retention of ordinary course counsel on pending matters.	.2

Vonckx, Lawrence

<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/04/09	Review master retention checklist (.2); teleconference with C. Williams re conflicts search (.6).	.8
06/08/09	Review results of conflicts check (2.0); correspond with A. McDermott re same (0.1).	2.1
06/10/09	Review schedule of clients and former clients; meet with A. McDermott re same.	.9
06/22/09	Research re: limitation of liability in foreign attorney engagement letter & enforceability in bankruptcy (0.8); correspond with A. McDermott re: same (0.2).	1.0

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Frankfurt Office

Heckelmann, Guenther H.

<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/12/09	Review of application to New York bankruptcy court for the Baker retention in GMC's Chapter 11 proceedings (0.5 hours); mark-up in the conflicts section and correspondence with Andrew McDermott (Baker & McKenzie, Chicago) regarding same (0.9 hours); additional correspondence with Andrew McDermott regarding further details related to the application (0.2 hours) and telephone conversation with Joe Samet and Ira Reid (both Baker & McKenzie, New York) regarding same (0.2 hours).	1.8

New York Office

Brandman, Scott L.

<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/04/09	Review e-mails regarding B&M retention issues.	.3
06/08/09	Review e-mail regarding Baker retention.	.2

Reid, Ira A.

<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/01/09	Reviewed retention letter and considered special counsel retention issues.	.5
06/02/09	Conference with H. Houghton, S. Brandman and C. Cummings regarding retention and planning issues.	.7
06/02/09	Analyzed special counsel retention issues in connection with retention affidavit; reviewed forms of affidavit.	1.4
06/02/09	Reviewed and responded to memoranda from D. Weber regarding retention open issues.	.7
06/03/09	Conferences with D. Heroy, J. Samet and S. Brandman regarding retention issues and reviewed correspondence and retention letters concerning same; reviewed court website.	1.5

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<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/04/09	Reviewed and responded to correspondence from D. Heroy and Baker team regarding retention issues.	.2
06/05/09	Conference with J. Samet regarding retention issues.	.5
06/05/09	Reviewed memorandum from A. McDermott regarding retention issues and e-mails to and from T. Linguanti regarding same.	.4
06/06/09	Reviewed court website and orders in connection with fee standards and e-mails to and from J. Samet.	.3
06/08/09	Reviewed correspondence in connection with retention issues.	.2
06/10/09	Conference with and e-mails to and from J. Samet regarding retention status, and commented on retention memorandum.	.5
06/10/09	Reviewed retention disclosure issues.	.3
06/10/09	Reviewed court fee orders and US Trustee Fee Guidelines and e-mail to Baker tax team regarding same.	.3
06/10/09	E-mails to and from S. Brandman regarding retention status and open issues.	.2
06/11/09	Conferences with J. Samet regarding retention issues; reviewed and commented on correspondence/memorandum regarding same and reviewed correspondence concerning open issues.	.8
06/12/09	E-mails to and from retention team and C. Whitefoord regarding disclosure issues and draft retention pleadings.	.4
06/12/09	Reviewed draft retention pleadings, analyzed disclosure issues and legal requirements for adequacy of disclosure, and revised and commented on.	2.3
06/12/09	Conferences with J. Samet regarding disclosure affidavit comments and disclosure issues.	.8
06/12/09	Reviewed correspondence from J. Linklater regarding retention issues and e-mail to J. Samet regarding same.	.1
06/12/09	E-mails to and from G. Heckelmann regarding retention issues.	.2
06/12/09	Conference with J. Samet and G. Heckelmann regarding retention issues in connection with GM Europe.	.2
06/12/09	Reviewed comments to retention papers from D. Webber.	.1

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<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/15/09	Conference with A. McDermott and J. Samet regarding Magma waiver/retention issues.	.1
06/16/09	Reviewed retention applications by Weil Gotshal, Honigman Miller and Jenner & Block and notice of retention hearing, and drafted e-mail to Baker team regarding same.	.7
06/16/09	E-mails to and from G. Heckelmann regarding retention issues.	.2
06/16/09	E-mail to S. Brandman regarding retention issues.	.1
06/16/09	Conference with J. Samet regarding retention status.	.1
06/17/09	Conference with J. Samet and e-mails to and from A. McDermott regarding status of retention papers.	.3
06/17/09	Reviewed revised draft special counsel retention papers and e-mail to J. Samet regarding same.	.5
06/18/09	Conferences with J. Samet regarding retention issues.	.1
06/19/09	Conferences with J. Samet regarding retention status.	.2
06/22/09	E-mails to and from A. McDermott and J. Samet regarding retention status and issues.	.5
06/22/09	Reviewed and responded to P. Wessels and Guenther Heckelmann regarding retention issues.	.4
06/22/09	Reviewed draft retention papers and memo to J. Samet regarding open issues.	.8
06/22/09	Conference with A. McDermott concerning open retention issues.	.2
06/22/09	E-mails to and from J. Samet regarding retention issues with US Trustee.	.4
06/23/09	E-mails to and from J. Samet regarding retention issues.	.3
06/24/09	Reviewed and responded to correspondence in connection with retention issues.	.1
06/25/09	Conference with J. Samet regarding retention status.	.1
06/26/09	Conference with J. Samet regarding retention status; reviewed court docket and e-mail to A. McDermott.	.3

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<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/28/09	Conference with J. Samet and e-mails to and from T. Linguanti and J. Samet regarding retention status.	.2
06/29/09	Reviewed court docket and filings in connection with retention issues.	.2
06/30/09	Reviewed court docket; conference with J. Samet regarding status of retention.	.2

Samet, Joseph

<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/17/09	Review disclosure and retention status; review memo from I. Reid; review case developments; memo from D. Heroy re: retention; conference with I. Reid; correspondence from I. Reid re: retention.	.6
06/23/09	Retention correspondence and conference with I. Reid re: retention.	.2

Washington, D.C. Office

Houghton, Kendall L.

<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/12/09	Review draft affidavit and draft retention motion, as well as D. Webber comments on tax special counsel portions (1.1).	1.1
06/16/09	GM retention matter: E-mail with D. Webber and I. Reid re: conflicts portion of retention application; review material from I. Reid and e-mail Baker team relating to retention application for special tax counsel role.	1.0

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Webber, A. Duane

<u>Date</u>	<u>Description</u>	<u>Hours</u>
06/03/09	Review steps for filing motion for special tax counsel designation (0.5); conference with D. Heroy re same (0.4); review memoranda re same (0.4); telephone conferences re same (0.2); conference with T. Linguanti re same and related matters (0.2).	1.7
06/04/09	Review memoranda re motion for special tax counsel designation and prepare responses (0.5).	.5
06/05/09	Review memorandum re motion for special tax counsel designation and prepare response (0.2).	.2
06/08/09	Review memorandum re motion for special tax counsel designation (0.2).	.2
06/11/09	Review memoranda re engagement and motion for special tax counsel designation (0.4).	.4
06/12/09	Review memoranda re engagement and motion for special tax counsel designation, and prepare responses to same (1.5); analyze scope of engagements for bankruptcy motion (0.6); analyze terms and provisions for motion for special counsel designation.	2.6
06/18/09	Review memoranda re arrangements for payment of fees in bankruptcy case and preparation of request to be appointed special counsel (0.3).	.3

SUMMARY OF FEES:

Chicago Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
David Heroy	33.4	795.00	\$	26,553.00
Andrew McDermott	46.0	425.00		19,550.00
Lawrence Vonckx	4.8	335.00		1,608.00
			\$	47,711.00

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Frankfurt Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
Guenther H. Heckelmann	1.8	784.62	\$	1,412.31
			\$	<u>1,412.31</u>

New York Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
Scott L. Brandman	.5	695.00	\$	347.50
Ira A. Reid	18.6	560.00		10,416.00
Joseph Samet	.8	711.00		568.80
			\$	<u>11,332.30</u>

Washington, D.C. Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
Kendall L. Houghton	2.1	650.00	\$	1,365.00
A. Duane Webber	5.9	820.00		4,838.00
			\$	<u>6,203.00</u>

Total: \$ 66,658.61

TOTAL AMOUNT DUE: \$ 66,658.61



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August 20, 2009

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BAKER & McKENZIE
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Invoice Number: 94073639
IRS#: 36-2137456

FOR PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED FOR THE
PERIOD ENDING JULY 31, 2009, AS FOLLOWS:

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TOTAL FEES.....	\$ 14,114.20
TOTAL EXPENSES.....	\$ 61.59
TOTAL AMOUNT DUE.....	\$ 14,175.79

For your convenience, you may send a Wire Transfer in payment of statements to:

Baker & McKenzie LLP
Citibank, F.S.B.
1101 Pennsylvania Ave., NW
13th Floor
Washington, DC 20006
Attn: Private Banking, Fran Niles
Account No. 3740-0355
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Baker & McKenzie LLP is a member of Baker & McKenzie International, a Swiss Verein



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PERIOD ENDING JULY 31, 2009, AS FOLLOWS:

RE: Retention and Fee Applications

Chicago Office

Heroy, David

<u>Date</u>	<u>Description</u>	<u>Hours</u>
07/01/09	Emails re accounting for retention time separately (.3) Dembaugh, McDermott.	.3
07/02/09	Conference with A. McDermott re status (.2); review emails and respond to four inquiries from AU, Germany (.5).	.7
07/06/09	Email A. McDermott (.1); revise drafts, all re New GM issue (.3).	.4
07/07/09	Review emails; review GM issue and approval (.8); conference with A. McDermott re status, timing, hearing staffing (.3).	1.1
07/16/09	Final revisions re application/order and modifications (.5); conference with A. McDermott (.1).	.6
07/23/09	Emails with G. Heckelmann, D. Webber, et al.; phone A. McDermott, all re billing procedures.	.3

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Page 2

<u>Date</u>	<u>Description</u>	<u>Hours</u>
07/27/09	Go over emails re directors (.2); conference with A. McDermott re same (.2); phone K. Houghton re same (.1).	.5
07/28/09	Teleconference with D. Webber and K. Houghton re details of tax (.5); email I. Reid.	.8

McDermott, Andrew

<u>Date</u>	<u>Description</u>	<u>Hours</u>
07/02/09	Correspond with K. Guch, C. Whitefoord, T. Ryan at GM re ordinary course retentions.	.4
07/06/09	Conference and correspond with D. Heroy re status, ordinary course issues (.2); telephone conference with K. Guch re same (.2); correspond with global partners re sale approval, retention issues (.5).	.9
07/07/09	Correspond with M. Daar at Gm re retention of various ordinary course professionals; correspond with K. Guch, J. Crozier re same; correspond with E. Lederman re same.	.9
07/08/09	Correspond with Trilegal, J. Crozier re ordinary course retention.	.2
07/10/09	Correspond with D. Heroy, G. Heckelman re GM retention.	.2
07/12/09	Correspond with billing partners re GM sale, status of retention.	.3
07/13/09	Correspond with M. Watkins re GM billing, sale.	.1
07/14/09	Correspond with R. Brooks re updated application to employ (.1); review revised application and affidavit (.2); draft correspondence to affiant, D. Heroy summarizing changes, path forward (.3).	.6
07/16/09	Correspond with G. Heckelmann re bankruptcy billing.	.1
07/17/09	Review June invoice re bankruptcy guidelines and correspond with M. Watkins re same (.2); review revised application, affidavit in support re Baker's retention as ordinary counsel (.6); correspond with D. Webber re same (.2); correspond with R. Brooks, E. Lederman at Weil re same (.3)	1.3
07/20/09	Correspond with D. Heroy, I. Reid re status of retention; correspond with J. Woodhall re bankruptcy billing guidelines.	.3

General Motors Corporation
Client Number: 95229493
Invoice Number: 94073639

August 20, 2009
Matter Number: 000002
Page 3

<u>Date</u>	<u>Description</u>	<u>Hours</u>
07/21/09	Correspond with C. Whitefoord re ordinary course counsel notice and review same (.2); correspond with R. Brooks at Weil re revised declaration and filing of application (.2).	.4
07/22/09	Correspond with C. Whitefoord, G. Heckelmann, others re filing of application to employ Baker, path forward.	.5
07/24/09	Correspond with R. Brooks at Weil re further comments of US Trustee to application to retain Baker and review same (.3); correspond with billing partners re revising declaration in support, invoices (.2).	.5
07/27/09	Draft amended and supplemented declaration in support of Baker's retention application (.8); correspond with billing departments re pre-petition payments (.3); correspond with worldwide partners re supplemented disclosures (1.3).	2.4
07/28/09	Draft amended and supplemented declaration in support of Baker's retention application (.4); correspond with billing departments re pre-petition payments (.3); correspond with worldwide partners re supplemented disclosures (.5).	1.2
07/29/09	Correspond with billing partners re supplemental information requests of US Trustee (.3); revise declaration in support of application to employ Baker and correspond with R. Brooks at Weil re same (.4); prepare spreadsheet of pre-petition payments for US Trustee (.3).	1.0
07/30/09	Correspond with R. Brooks at K&E, global partners re US Trustee information requests (.7); draft amended and supplemented declaration (.3); prepare information for submission to US Trustee (1.1).	2.1
07/31/09	Correspond with billing partner re pre-petition payments (.1); correspond with R. Brooks at Weil re US Trustee, hearing on application to employ Baker (.3).	.4

General Motors Corporation
Client Number: 95229493
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August 20, 2009
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New York Office

Reid, Ira A.

<u>Date</u>	<u>Description</u>	<u>Hours</u>
07/10/09	Reviewed correspondence and e-mail to D. Heroy regarding retention.	.1
07/20/09	E-mail to and from K. Haughton and D. Webber and to A. McDermott regarding retention status.	.2
07/24/09	E-mails to and from K. Haughton regarding fee issues.	.2
07/27/09	Reviewed correspondence and draft declaration from A. McDermott regarding retention issues and responded to same.	.3
07/28/09	Reviewed correspondence from D. Webber regarding retention issues.	.1
07/29/09	Reviewed correspondence from A. McDermott and conference with J. Samet regarding open retention issues.	.1

Samet, Joseph

<u>Date</u>	<u>Description</u>	<u>Hours</u>
07/28/09	Review memos and retention status.	.2

Washington, D.C. Office

Houghton, Kendall L.

<u>Date</u>	<u>Description</u>	<u>Hours</u>
07/24/09	Review and approve invoices for June services on Retention matter and on Special Tax Counsel matter (1.0); e-mail processing questions to I. Reid (0.3); e-mail A. McDermott the invoices and process-related questions (0.3); review I. Reid response to questions (0.2).	1.8
07/27/09	Submit two invoices to A. McDermott for processing (0.2); e-mail re: retention issues with D. Webber and D. Heroy (0.2).	.4
07/28/09	E-mail D. Heroy re: invoice review (0.1).	.1

General Motors Corporation
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Webber, A. Duane

<u>Date</u>	<u>Description</u>	<u>Hours</u>
07/01/09	Review draft Application for Appointment as Special counsel and related memoranda (0.4).	.4
07/09/09	Review draft Application for Appointment as Special counsel and related memoranda (0.3).	.3
07/10/09	Review draft Application for Appointment as Special counsel and related memoranda (0.2).	.2
07/17/09	Review materials to be filed with bankruptcy court re engagement (0.4).	.2
07/24/09	Review memorandum re issues raised re Application for Appointment as Special counsel and related memoranda, and analyze proposed changes (0.4).	.4
07/27/09	Review responses to memorandum re issues raised re Application for Appointment as Special counsel and related memoranda, and prepare memorandum re same (0.5).	.5
07/28/09	Review responses to memorandum re issues raised re Application for Appointment as Special counsel and related memoranda, and prepare memorandum re same (0.5).	.5
07/30/09	Review memoranda re retention application and approval of same, and prepare memorandum re same (0.3).	.3

Total Fees: \$ 14,114.20

General Motors Corporation
Client Number: 95229493
Invoice Number: 94073639

August 20, 2009
Matter Number: 000002
Page 6

SUMMARY OF FEES:

Chicago Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
David Heroy	4.7	795.00	\$	3,736.50
Andrew McDermott	13.8	425.00		5,865.00
			\$	9,601.50

New York Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
Ira A. Reid	.7	560.00	\$	392.00
Ira A. Reid	.3	625.00		187.50
Joseph Samet	.2	711.00		142.20
			\$	721.70

Washington, D.C. Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
Kendall L. Houghton	2.3	650.00	\$	1,495.00
A. Duane Webber	2.8	820.00		2,296.00
			\$	3,791.00

Total: \$ 14,114.20

SUMMARY OF EXPENSES:

<u>Description</u>	<u>Amount</u>
Telephone	\$ 4.82

General Motors Corporation
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August 20, 2009
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Transportation - Local	28.00
Outside Information Services	28.77

Total Expenses: \$ 61.59

Total Fees and Expenses for Retention and Fee Applications : \$ 14,175.79

TOTAL FEES: \$ 14,114.20
TOTAL EXPENSES: \$ 61.59

TOTAL AMOUNT DUE: \$ 14,175.79



Baker & McKenzie LLP
815 Connecticut Avenue, NW
Washington, D.C. 20006-4078, USA

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Fax: +1 202 452 7074
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STATEMENT

September 16, 2009

Daniel M. Houlf, Esq.
Director, U.S. Tax Counsel
General Motors Corporation
300 Renaissance Center
MC 482-C16-B16
Detroit, MI 48265

- to -

BAKER & McKENZIE
Client Number: 95229493
Matter Number: 000002
Invoice Number: 94074360
IRS#: 36-2137456

FOR PROFESSIONAL SERVICES RENDERED FOR THE PERIOD ENDING AUGUST 31,
2009, AS FOLLOWS:

Re: Retention and Fee Applications

TOTAL FEES	\$ 32,060.00
TOTAL AMOUNT DUE.....	\$ <u>32,060.00</u>

For your convenience, you may send a Wire Transfer in payment of statements to:

Baker & McKenzie LLP
Citibank, F.S.B.
1101 Pennsylvania Ave., NW
13th Floor
Washington, DC 20006
Attn: Private Banking, Fran Niles
Account No. 3740-0355
Routing No. 2540-7011-6

RE: Invoice #: 94074360

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Tel: +1 202 452 7000
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September 16, 2009

Daniel M. Houlf, Esq.
Director, U.S. Tax Counsel
General Motors Corporation
300 Renaissance Center
MC 482-C16-B16
Detroit, MI 48265

- to -

BAKER & McKENZIE
Client Number: 95229493
Matter Number: 000002
Invoice Number: 94074360
IRS#: 36-2137456

FOR PROFESSIONAL SERVICES RENDERED FOR THE PERIOD ENDING AUGUST 31,
2009, AS FOLLOWS:

RE: Retention and Fee Applications

Chicago Office

Chertok, Seth

<u>Date</u>	<u>Description</u>	<u>Hours</u>
08/05/09	Discuss retention project with A. McDermott.	.8
08/07/09	Review bankruptcy attorney invoices.	2.8
08/16/09	Revise invoices; e-mail billing attorneys regarding invoices.	3.6
08/17/09	Revise Project Beam invoices.	.7
08/18/09	Revise Project Beam invoices; e-mail C. Whitefoord regarding Project Delphi invoices.	.7
08/19/09	Revise Delphi invoices.	2.6

General Motors Corporation
Client Number: 95229493
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September 16, 2009
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<u>Date</u>	<u>Description</u>	<u>Hours</u>
08/20/09	Teleconference with C. Whitefood and A. McDermott; revise invoices.	2.4
08/23/09	Revise invoices.	1.0
08/25/09	Revise invoices; prepare monthly statement for bankruptcy order.	3.6
08/26/09	Follow up with D. White re Delphi invoices; analyze currency conversion methodology.	.3
08/28/09	Prepare monthly statement for bankruptcy order.	6.4
08/30/09	Prepare monthly statement for bankruptcy order.	4.8
08/31/09	Prepare monthly statement for bankruptcy order.	11.2

Heroy, David

<u>Date</u>	<u>Description</u>	<u>Hours</u>
08/01/09	Emails re hearing on application (I. Reid, A. McDermott, D. Webber) and coverage.	.4
08/03/09	Emails re retention order -- A. McDermott, etc.	.3
08/04/09	Work on monthly statement.	.3
08/17/09	Go over statements (.5); emails (.2).	.7
08/19/09	Go over invoices, strategy for same and review four (4) emails re same.	.5
08/20/09	Review time (.5); conference with A. McDermott re allocation, procedures (.2).	.7

McDermott, Andrew

<u>Date</u>	<u>Description</u>	<u>Hours</u>
08/01/09	Correspond with D. Heroy, I. Reid re hearing on application.	.2
08/02/09	Prepare for hearing re retention of Baker; correspond with R. Baker at Weil Gotshal re same; correspond with London office re pre-petition payment; correspond with D. Heroy, I. Reid re hearing coverage.	.8

General Motors Corporation
Client Number: 95229493
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September 16, 2009
Matter Number: 000002
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<u>Date</u>	<u>Description</u>	<u>Hours</u>
08/03/09	Prepare for hearing re Baker's retention application (.2); attend hearing re same (.7); correspond with R. Brooks at Weil, A. Poke re retention going forward (.1); correspond with global partners re status, path forward (.2); conference with D. Heroy re same (.1).	1.3
08/05/09	Conference with S. Chertok re preparation of monthly statement for June (.3); review correspondence to billing partners re same (.1); correspond with R. Brooks re declaration (.1); correspond with S. Chertok re invoices (.2).	.7
08/07/09	Review correspondence from S. Chertok re GM monthly statement.	.2
08/11/09	Correspond with S. Chertok re invoices for monthly statement (.4); correspond with G. Heckelman re retention status (.3); telephone conference and correspond with R. Brooks re timing of submission of June monthly statement (.2).	.9
08/12/09	Correspond and telephone conference with S. Chertok re monthly statement for June, July.	.5
08/13/09	Correspond with S. Chertok, billing partners re monthly statements for June, July.	.5
08/14/09	Correspond with G. Heckelman re billing issue.	.1
08/17/09	Correspond with S. Chertok re monthly statements.	.4
08/18/09	Correspond with S. Chertok, G. Heckelman re monthly statements (.3); conference and correspond with S. Chertok re same (.3).	.6
08/19/09	Correspond with S. Chertok, billing partners re invoices for monthly statements (.4); conference with D. Heroy re same (.2).	.6
08/20/09	Review comments to invoice re bankruptcy guidelines (.2); telephone conference with S. Chertok, K. Guch, C. Whitefoord re same (.3); telephone conference with S. Chertok re same (.2); conference with D. Heroy re same (.1).	.8
08/24/09	Correspond with S. Chertok re billing matters (.3); conference with D. Heroy re same (.1).	.4
08/25/09	Correspond and telephone conference with S. Chertok re monthly statements; review and comment to monthly statement.	.6
08/26/09	Correspond with S. Chertok re monthly statements.	.3

General Motors Corporation
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September 16, 2009
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<u>Date</u>	<u>Description</u>	<u>Hours</u>
08/31/09	Review and revise monthly statement (.4); telephone conference with D. Webber, K. Houghton re monthly statement, bankruptcy payment process (.6); review cover letter to monthly statement (.2); correspond with S. Chertok re same, schedules and invoices (.2).	1.4

Melbourne Office

Chauhan, Deepti

<u>Date</u>	<u>Description</u>	<u>Hours</u>
08/31/09	Review Project Two bills to ensure no Project Three time has been inadvertently included.	.4

McDade, Kellie-Ann

<u>Date</u>	<u>Description</u>	<u>Hours</u>
08/23/09	Break down time entries for US bankruptcy court billing requirements (1.6 hrs).	1.6

Schenkel, Simon

<u>Date</u>	<u>Description</u>	<u>Hours</u>
08/21/09	Preparing mark-up for GM-Delphi's invoice as per email from D. White (to include breakdown and expand narratives).	3.5

Sharma, Shamil

<u>Date</u>	<u>Description</u>	<u>Hours</u>
08/06/09	Amending Project Two bills and advising overseas lawyers of amendments needed as well as dealing with agents' queries.	4.2
08/12/09	Reworking GM Project Two billing entries.	4.8
08/13/09	Amending Project Two bill.	1.2
08/31/09	Reworking bill for GM Project Two matter.	1.2

General Motors Corporation
Client Number: 95229493
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September 16, 2009
Matter Number: 000002
Page 5

Truong, Kieu

<u>Date</u>	<u>Description</u>	<u>Hours</u>
08/14/09	Review Asia Pacific bill and amend as required (1.1); detailed and numerous discussion with E. Olver and J. Woodhall in relation to finalization of Project 2 invoice, including amendments to reflect bankruptcy rules (1.5).	2.5
08/20/09	Discussions with A. Poke and B. Taylor regarding bill (0.2); detailed and numerous discussion with E. Olver and J. Woodhall in relation to closing outstanding time on Project 2 invoice, including amendments to reflect bankruptcy rules (1.0).	1.2
08/31/09	Correspondence with S. Schenkel in relation to billing requirements.	.2

Washington, D.C. Office

Houghton, Kendall L.

<u>Date</u>	<u>Description</u>	<u>Hours</u>
08/11/09	Review and edit GM Chapter 11 tax matter and GM retention matter invoices (1.1).	1.1
08/13/09	Coordinate edits to retention invoice (0.4).	.4
08/20/09	E-mail S. Chertok re: status of revisions to tax and retention invoices (0.2).	.2
08/31/09	Conference call with A. McDermott and D. Webber re: bankruptcy protocol for debtor invoices (0.3).	.3

Webber, A. Duane

<u>Date</u>	<u>Description</u>	<u>Hours</u>
08/01/09	Review memoranda re retention motion and related matters (0.3).	.3
08/02/09	Review memoranda re retention motion and related matters (0.3).	.3

General Motors Corporation
Client Number: 95229493
Invoice Number: 94074360

September 16, 2009
Matter Number: 000002
Page 6

<u>Date</u>	<u>Description</u>	<u>Hours</u>
08/31/09	Review memoranda re fees and fee requests; telephone conference re same.	.5

SUMMARY OF FEES:

Chicago Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
Seth Chertok	40.9	370.00	\$	15,133.00
David Heroy	2.9	795.00		2,305.50
Andrew McDermott	10.3	425.00		4,377.50
			\$	21,816.00

Melbourne Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
Deepti Chauhan	.4	250.00	\$	100.00
Kellie-Ann McDade	1.6	335.00		536.00
Simon Schenkel	3.5	250.00		875.00
Shamil Sharma	11.4	460.00		5,244.00
Kieu Truong	3.9	330.00		1,287.00
			\$	8,042.00

Washington, D.C. Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
Kendall L. Houghton	2.0	650.00	\$	1,300.00
A. Duane Webber	1.1	820.00		902.00
			\$	2,202.00

Total: \$ 32,060.00



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815 Connecticut Avenue, NW
Washington, D.C. 20006-4078, USA

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Fax: +1 202 452 7074
www.bakernet.com

STATEMENT

October 6, 2009

Daniel M. Houlf, Esq.
Director, U.S. Tax Counsel
General Motors Corporation
300 Renaissance Center
MC 482-C16-B16
Detroit, MI 48265

- to -

BAKER & McKENZIE
Client Number: 95229493
Matter Number: 000002
Invoice Number: 94074893
IRS#: 36-2137456

FOR PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED FOR THE
PERIOD ENDING SEPTEMBER 30, 2009, AS FOLLOWS:

Re: Retention and Fee Applications

TOTAL FEES.....	\$ 9,389.50
TOTAL EXPENSES.....	\$ 108.09
TOTAL AMOUNT DUE.....	\$ 9,497.59

For your convenience, you may send a Wire Transfer in payment of statements to:

Baker & McKenzie LLP
Citibank, F.S.B.
1101 Pennsylvania Ave., NW
13th Floor
Washington, DC 20006
Attn: Private Banking, Fran Niles
Account No. 3740-0355
Routing No. 2540-7011-6

RE: Invoice #: 94074893

Baker & McKenzie LLP is a member of Baker & McKenzie International, a Swiss Verein



Baker & McKenzie LLP
815 Connecticut Avenue, NW
Washington, D.C. 20006-4078, USA

Tel: +1 202 452 7000
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October 6, 2009

Daniel M. Houlf, Esq.
Director, U.S. Tax Counsel
General Motors Corporation
300 Renaissance Center
MC 482-C16-B16
Detroit, MI 48265

- to -

BAKER & MCKENZIE
Client Number: 95229493
Matter Number: 000002
Invoice Number: 94074893
IRS#: 36-2137456

FOR PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED FOR THE
PERIOD ENDING SEPTEMBER 30, 2009, AS FOLLOWS:

RE: Retention and Fee Applications

Chicago Office

Chertok, Seth

<u>Date</u>	<u>Description</u>	<u>Hours</u>
09/01/09	Coordinate mailing monthly statement pursuant to interim compensation order.	.2
09/01/09	Coordinate mailing monthly statement pursuant to interim compensation order.	.2
09/01/09	Coordinate mailing monthly statement pursuant to interim compensation order.	.2
09/01/09	Coordinate mailing out monthly statement pursuant to interim compensation order.	.2
09/09/09	E-mail billing attorneys re status of invoices.	.3
09/15/09	Evaluate status of retention issues posed by GM; e-mail A. McDermott re same.	.2

General Motors Corporation
Client Number: 95229493
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October 6, 2009
Matter Number: 000002
Page 2

<u>Date</u>	<u>Description</u>	<u>Hours</u>
09/16/09	E-mail D. Heroy re invoice issues; e-mail A. Poke re status of Asia Pacific; respond to C. Basler re retention issues; follow up with Baker billing attorneys regarding August monthly invoices.	1.8
09/17/09	Follow up with C. Basler re status of Asia Pacific; e-mail A. McDermott contact information for C. Basler	.3
09/18/09	Follow up with Baker attorneys regarding status of August invoices.	.4
09/28/09	Prepare monthly statement.	.8

Heroy, David

<u>Date</u>	<u>Description</u>	<u>Hours</u>
09/08/09	Conference with A. McDermott re status, reconciliation of new GM.	.2
09/17/09	Review comments, bill per S. Chertok.	.3
09/22/09	Review bill.	.3
09/23/09	Email S. Chertok (.2).	.2
09/28/09	Review recent statement and conference with A. McDermott (.3); go over script for Alix Partners with A. McDermott (.1).	.4
09/29/09	Review monthly statement; email A. McDermott (.2) and S. Chertok (.1).	.3

McDermott, Andrew

<u>Date</u>	<u>Description</u>	<u>Hours</u>
09/01/09	Correspond and telephone conference with S. Chertok re monthly statement, new invoices, exchange rate.	.5
09/02/09	Correspond with S. Chertok, L. Vonckx re monthly statement, new invoices.	.2
09/04/09	Telephone conferences with Alix Partners re monthly statements (.4); correspond and conference with S. Chertok re same (.2).	.6

General Motors Corporation
Client Number: 95229493
Invoice Number: 94074893

October 6, 2009
Matter Number: 000002
Page 3

<u>Date</u>	<u>Description</u>	<u>Hours</u>
09/08/09	Correspond with S. Chertok re August monthly invoices.	.1
09/09/09	Telephone conference and correspond with R. Brooks at Weil re June, July monthly statement (.3); correspond with S. Chertok re invoices, time requirements (.2).	.5
09/14/09	Correspond with S. Chertok re August monthly statement.	.1
09/17/09	Correspond with G. Heckelman, S. Chertok re August monthly statement.	.3
09/21/09	Correspond with S. Chertok re monthly statement; review correspondence from global partners re same.	.2
09/28/09	Correspond and conference with D. Heroy re GM retention procedures (.3); correspond with AlixPartners re June, July invoice (.1); review monthly statement from S. Chertok (.2).	.6
09/29/09	Review interim compensation order re compliance (.2); review invoices for August and prepare summary schedules for monthly statement (2.8); draft cover letters (.3); prepare for conference with AlixPartners re June and July monthly statements (.3); conference and correspond with D. Heroy re response to AlixPartners, monthly statement (.3).	3.9

O'Connor, Matthew J.

<u>Date</u>	<u>Description</u>	<u>Hours</u>
09/16/09	Review invoices from B&M personnel for compliance with bankruptcy guidelines for fee applications.	1.2
09/17/09	Review invoices from B&M personnel for compliance with bankruptcy guidelines for fee applications.	1.9
09/18/09	Review invoices from B&M personnel for compliance with bankruptcy guidelines for fee applications.	.2

General Motors Corporation
Client Number: 95229493
Invoice Number: 94074893

October 6, 2009
Matter Number: 000002
Page 4

Melbourne Office

Chauhan, Deepti

<u>Date</u>	<u>Description</u>	<u>Hours</u>
09/16/09	Review Project Three bill.	.7

Poke, Ashley

<u>Date</u>	<u>Description</u>	<u>Hours</u>
09/01/09	Review of GMC invoices and narrations for Project Two (Australia / Asia Pacific implications); email draft invoices to Seth Chotek and Andrew McDermott.	.8

Sharma, Shamil

<u>Date</u>	<u>Description</u>	<u>Hours</u>
09/18/09	Amending billing narrations for Project Two Bill.	.5
09/22/09	Amending bills.	.5

Truong, Kieu

<u>Date</u>	<u>Description</u>	<u>Hours</u>
09/10/09	Review Project 2 final invoice and extensively amend in order to comply with bankruptcy law requirements.	1.4
09/11/09	Liaise with E. Olver to amend and redirect incorrect time narratives in Project 2 bill; review amended Project 3 bill.	1.1
09/22/09	Respond to queries from J. Peterson in relation to task billing requirements.	.3

General Motors Corporation
Client Number: 95229493
Invoice Number: 94074893

October 6, 2009
Matter Number: 000002
Page 5

Washington, D.C. Office

Houghton, Kendall L.

<u>Date</u>	<u>Description</u>	<u>Hours</u>
09/14/09	Review GM invoice for Chapter 11 matter (0.4).	.4

Total Fees: \$ 9,389.50

SUMMARY OF FEES:

Chicago Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
Seth Chertok	4.6	370.00	\$	1,702.00
David Heroy	1.7	850.00		1,445.00
Andrew McDermott	7.0	425.00		2,975.00
Matthew J. O'Connor	3.3	295.00		973.50
			\$	7,095.50

Melbourne Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>		<u>Amount</u>
Deepti Chauhan	.7	250.00	\$	175.00
Ashley Poke	.8	570.00		456.00
Shamil Sharma	1.0	465.00		465.00
Kieu Truong	2.8	335.00		938.00
			\$	2,034.00

General Motors Corporation
Client Number: 95229493
Invoice Number: 94074893

October 6, 2009
Matter Number: 000002
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Washington, D.C. Office

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kendall L. Houghton	.4	650.00	\$ 260.00
			\$ 260.00

Total: \$ 9,389.50

SUMMARY OF EXPENSES:

<u>Description</u>	<u>Amount</u>
Photocopies	\$ 56.81
Courier/Messenger Service	51.28

Total Expenses: \$ 108.09

Total Fees and Expenses for Retention and Fee Applications : \$ 9,497.59

TOTAL FEES: \$ 9,389.50

TOTAL EXPENSES: \$ 108.09

TOTAL AMOUNT DUE: \$ 9,497.59